

Michael S. Stein, Esq.
Gary Stein, Esq.
Sean Mack, Esq.
PASHMAN STEIN, P.C.
Court Plaza South
21 Main Street
Hackensack, New Jersey 07601
(201) 488-8200

Steven M. Pesner, Esq.
David Zensky, Esq.
Joseph L. Sorkin, Esq.
Kathleen C. Leicht, Esq.
AKIN GUMP STRAUSS HAUER
& FELD LLP
590 Madison Avenue
New York, New York 10022
(212) 872-1000

Attorneys for Defendants Exis Capital Management, Inc., Exis Capital, LLC, Exis Differential Partners, L.P., Exis Integrated Partners, L.P., Adam D. Sender, and Andrew Heller

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

FAIRFAX FINANCIAL HOLDINGS LIMITED, and
CRUM & FORSTER HOLDINGS CORP.,

Plaintiffs,

Civ. Action No. _____

- against -

S.A.C. CAPITAL MANAGEMENT, LLC, S.A.C.
CAPITAL ADVISORS, LLC, S.A.C. CAPITAL
ASSOCIATES, LLC, S.A.C. HEALTHCO FUNDS,
LLC, SIGMA CAPITAL MANAGEMENT, LLC,
STEVEN A. COHEN, EXIS CAPITAL
MANAGEMENT, INC., EXIS CAPITAL, LLC, EXIS
DIFFERENTIAL PARTNERS, L.P., EXIS
INTEGRATED PARTNERS, L.P., ADAM D.
SENDER, SPYRO CONTOGOURIS, MAX
BERNSTEIN, ANDREW HELLER, LONE PINE
CAPITAL, LLC, LONE PINE MEMBERS, LLC,
LONE PINE ASSOCIATES, LLC, ROCKER

PARTNERS, L.P., COPPER RIVER PARTNERS, L.P., DAVID ROCKER, THIRD POINT LLC, DANIEL S. LOEB, JEFFREY PERRY, TRINITY CAPITAL OF JACKSONVILLE, INC., TRINITY FUND, LTD., MORGAN KEEGAN & COMPANY, INC., JOHN D. GWYNN, CHRISTOPHER BRETT LAWLESS, and DOES 1 THROUGH 50,

Defendants.

NOTICE OF REMOVAL

TO THE HONORABLE UNITED STATES DISTRICT JUDGE:

PLEASE TAKE NOTICE that pursuant to 28 U.S.C. §§ 1331, 1367, 1441 et seq., and 15 U.S.C. §§ 77p and 78bb(f), Defendants, by their undersigned counsel and with a full reservation of any and all rights, claims, and defenses of any nature whatsoever, including but not limited to defenses related to service of process, jurisdiction, and venue, file this Notice of Removal seeking removal of this action from the Superior Court of the State of New Jersey, Law Division, Morris County, in which the action is now pending, to the United States District Court for the District of New Jersey and respectfully show:

Procedural Background

1. On July 26, 2006, Plaintiffs filed their Complaint, styled *Fairfax Financial Holdings Limited, et al. v. S.A.C. Capital Management, LLC, et al.*, Docket No. L-2032-06, in the Superior Court of the State of New Jersey, Law Division, Morris County.
2. Beginning on August 10, 2006, Plaintiffs attempted to effect service of the Complaint, along with a summons, on the Defendants.
3. A copy of the Complaint is attached as Exhibit A.
4. Copies of all of the summons received by Defendants are attached as Exhibit B.

5. Pursuant to 28 U.S.C. § 1446(a), Exhibits A and B constitute the only process, pleadings and orders in this case.

Jurisdiction and Grounds for Removal

6. This Court has subject-matter jurisdiction of the action pursuant to 28 U.S.C. §§ 1331, 1441(a), and 1441(b), and 1441(c) in that all or part of the relief being sought by Plaintiffs arises under the laws of the United States, including without limitation 18 U.S.C. §§ 1341 and 1343, 18 U.S.C. § 1961 *et seq.*, 15 U.S.C. §§ 78j, 78aa, and 78ff, and 17 C.F.R. § 240.10b-5. To the extent that *Grable & Sons Metal Prods., Inc. v. Darue Eng'g & Mfg.*, 125 S. Ct. 2363, 2366 (2005), constitutes an independent basis to remove, separate from 28 U.S.C. § 1441, Defendants rely on it to support this Notice of Removal as well.

7. Additionally, this Court has subject-matter jurisdiction pursuant to 28 U.S.C. § 1331 because the Securities Litigation Uniform Standards Act of 1998 (“SLUSA”), 15 U.S.C. §§ 77p and 78bb(f), authorizes removal.

8. This Court also has subject-matter jurisdiction pursuant to 28 U.S.C. § 1367(a) because all claims are so related to claims over which this Court has original jurisdiction that they form part of the same case or controversy under Article III of the United States Constitution.

9. Pursuant to 28 U.S.C. § 1441(a), removal to the United States District Court for the District of New Jersey is proper as this is the federal district court for the district and division embracing the place where the state court suit is pending.

10. This Notice of Removal is being filed within thirty (30) days of the receipt of the summons and complaint of the first-served defendant, as required by 28 U.S.C. § 1446(b).

11. All defendants have consented to removal either by signature below, or by consents to this removal which are attached as Exhibit C.

12. On information and belief, the fictitious defendants named in the Complaint as Does 1 through 50 have never been served or identified by plaintiffs. Plaintiffs make no allegations from which their actual identity or existence can be determined.

13. Pursuant to 28 U.S.C. § 1446(d), written notice of the filing of this Notice of Removal will be provided to plaintiff, and a copy of this Notice will be filed in the appropriate state court.

WHEREFORE, notice is given that this action is removed from the Superior Court of the State of New Jersey, Law Division, Morris County, to the United States District Court for the District of New Jersey.

Dated: September 5, 2006

PASHMAN STEIN, P.C.

By: /s/ Sean Mack
Michael S. Stein
Gary Stein
Sean Mack
Court Plaza South
21 Main Street
Hackensack, New Jersey 07601
(201) 488-8200

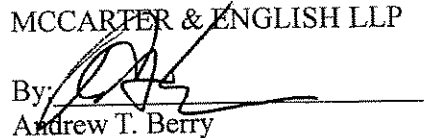
-and-

AKIN GUMP STRAUSS HAUER
& FELD LLP
Steven M. Pesner
David Zensky
Joseph L. Sorkin
Kathleen C. Leicht
590 Madison Avenue

New York, New York 10022
(212) 872-1000

Attorneys for Defendants Exis Capital Management, Inc., Exis Capital, LLC, Exis Differential Partners, L.P., Exis Integrated Partners, L.P., Adam D. Sender, and Andrew Heller

MCCARTER & ENGLISH LLP

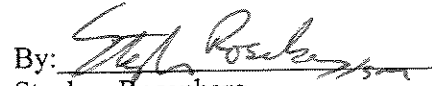
By: 
Andrew T. Berry
Joseph T. Boccassini
Robert A. Mintz
Four Gateway Center
100 Mulberry Street
Newark, New Jersey 07102
(973) 622-4444

-and-

WILLKIE FARR & GALLAGHER LLP
Martin Klotz
Tariq Mundiya
787 Seventh Avenue
New York, New York 10019
(212) 728-8000


Attorneys for S.A.C. Capital Management, LLC, S.A.C. Capital Advisors, LLC, S.A.C. Capital Associates, LLC, S.A.C. Healthco Funds, LLC, Sigma Capital Management, LLC, and Steven A. Cohen

ROSENBERG FELDMAN SMITH LLP

By: 
Stephen Rosenberg
551 Fifth Avenue, 24th Floor
New York, New York 10176
(212) 682-3454

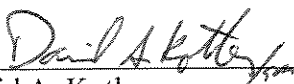
*Attorneys for Defendants Max Bernstein and
Spyro Contogouris*

LOWENSTEIN SANDLER P.C.

By: 
Gavin J. Rooney
Michael J. Hahn
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500

*Attorneys for Defendants Copper River
Partners, L.P. f/k/a Rocker Partners, L.P.
and David Rocker*

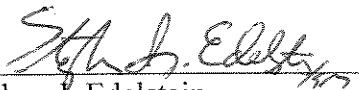
DECHERT LLP

By: 
David A. Kotler
Princeton Pike Corporate Center
997 Lenox Drive
Building 3, Suite 210
Lawrenceville, New Jersey 08648
(609) 620-3200

Robert J. Jossen
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3639

*Attorneys for Defendants Third Point LLC,
Daniel S. Loeb, and Jeffrey Perry*

SCHWARTZ SIMON EDELSTEIN CELSO
& KESSLER LLP

By: 
Stephen J. Edelstein
Donald A. Kessler
Ten James Street
Florham Park, New Jersey 07932
(973) 301-0001

CARRINGTON, COLEMAN, SLOMAN
& BLUMENTHAL, LLP

Bruce W. Collins
Sharon J. Shumway
901 Main Street
Suite 5500
Dallas, Texas 75202
(214) 855-3000

*Attorneys for Defendants Morgan Keegan &
Co., Inc. and John D. Gwynn*

BAKER BOTTS LLP

By: Richard B. Harper
Richard B. Harper
Margaret Nolan
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

Attorneys for Defendants Trinity Capital of Jacksonville, Inc. and Trinity Fund, Ltd.

QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP

By: Michael B. Carlinsky
Michael B. Carlinsky
Partha P. Chattoraj
51 Madison Avenue
22nd Floor
New York, New York 10010
(212) 849-7000

Attorneys for Defendant Christopher Brett Lawless